

**MINUTE BOOK
MEMBERS**

**HALF THE SKY FOUNDATION AUSTRALIA LIMITED
ABN: 79 137 332 364**

**Minutes of ANNUAL GENERAL MEETING of
HALF THE SKY FOUNDATION AUSTRALIA LIMITED
(NOW ALSO TRADING AS ONESKY FOR ALL CHILDREN FOUNDATION AUSTRALIA)
held in person in Sydney and by conference call at 4pm, 29 November 2018.**

MEMBERS AND DIRECTORS PRESENT	Members (also Directors) Present: Stephen Jermyn (chair), Deanne Bevan, Joanne Smith, Daniel Phillips, Guy Russo Independent Directors Present: Terese Jermyn, Di Banks, James Hudson Auditor Present: Vishal Modi, Hill Roger Spencer Steer Members Dial-in: Carmen Lau
1. WELCOME	The Chairman opened the meeting at 4pm and welcomed all and particularly new member, Carmen Lau.
2. PROXIES / APOLOGIES/ MINUTES OF PREVIOUS AGM	Apologies: Rachel Xing Proxies: Nil Minutes of Previous AGM: No issues arising
3. PRESENTATION OF CEO's REPORT 2017/18	<p>Financial Position & Fundraising Activities</p> <p>HTSA had another record year in fundraising to 30 June, 2018 with revenue of \$1,432,439 (compared to \$1,230,989 in 2017) with the single biggest contributor again being the Melbourne Gala held in September, 2017. Smaller third-party and volunteer fundraising events as well as major gifts from private donors and companies were also important to revenue during the year.</p> <p>Overheads are always kept to a minimum. Our China project expenses are by far our greatest expenditure, a record \$996,356 going toward our development projects in China this year. Otherwise, our major expenses are for staging the Melbourne gala fundraising event and staff costs (two full time fundraising/administrative positions based in Melbourne).</p> <p>Net surplus from fundraising for the year was \$1,095,535 compared to \$914,045 in 2016/17. Surplus after all expenses including expenditure on China projects for the year was \$41,902.</p> <p>China Projects & Impact</p> <p>HTSA's development work with China in-country project partners OneSky, Chunhui, and their national and local government partners, continued throughout the year as a major collaborative partner in OneSky's National Training project (which we remain committed to through calendar year 2018).</p> <p>This project is a vital extension of the landmark 'Rainbow Training' partnership between OneSky and the Chinese government formally implemented between 2011 - 16 designed to train <i>all</i> orphanage administrators and caregivers in welfare institutions across the country in best practice methods of nurturing and developmental care for orphaned and at-risk children. As hundreds of thousands of children remain institutionalized in China the ongoing need for skills training, education and professional development, for many thousands of unskilled caregivers, remains vast, hence continuing major training efforts with ongoing local support.</p> <p>During the fiscal year HTSA also continued some 'legacy' funding as well as ongoing training at its long-standing Model Children's Centre projects based at the Changsha Children's Welfare Institution in Hunan province (operating since 2011) and at the Kunming Children's Welfare Institution in Yunnan province (operating since 2014).</p>

	<p>At the end of 2017, our first three-year, ‘seed site’ project successfully concluded at the Xiangtan orphanage in Hunan province, leaving local management to take over OneSky- trained staff and four well established OneSky programs for orphaned children including an infant nurture program, a preschool, a Special Needs program and a (small) Family Village program. After six months operation under local management at Xiangtan, reports conclude a smooth and successful transition with ongoing skills development and training for all staff. This is a very satisfying outcome for the children directly impacted by programs at Xiangtan and for the success of the OneSky ‘seed’ site strategy in spreading the OneSky model of care to more welfare institutions and more children in need.</p> <p>Our support has also continued at OneSky’s Changde seed site throughout the year where three OneSky children’s programs have now been established. Based on success with programs to date, the Changde welfare institution also plans to develop a OneSky Family Village program specifically for children with special needs. Children with special needs now make up the vast majority of children abandoned to orphanage care not just at Changde but in welfare institutions across China.</p> <p>OneSky for all children Australia Foundation</p> <p>To better align with its China project partners in the global OneSky network, now gaining recognition for its work for at-risk children both inside and outside China, HTSA decided this year to register the trading name, ‘<i>OneSky for all children Foundation Australia</i>’. While in 2018 HTSA remains focussed on and committed to international aid in China, particularly for orphaned, abandoned and at-risk children, it is possible in future that its focus may also extend beyond China, resources and support permitting. Accordingly, HTSA will (also) trade as <i>OneSky for all children Foundation Australia</i>, and <i>OneSky Australia</i> for short.</p>
<p>4. PRESENTATION OF ANNUAL REPORT / AUDITED FINANCIAL STATEMENTS 2017 – 2018</p>	<p>It was noted that the company auditor, Mr Vishal Modi, of Hill Roger Spencer Steer, was present at the AGM to assist the meeting. On behalf of the meeting the chairman thanked Mr Modi for his attendance. The auditor was satisfied with the information provided by HTSA and there were no concerns raised by the auditor in relation to the audit process.</p> <p>The audited, signed financial statements, as made available by internet hyperlinked within the notice calling this meeting or such other format as may have otherwise been requested, were tabled at the meeting; there were no issues arising for discussion.</p> <p>The audited annual reports (as with all previous) will be kept on the Company Register and on the HTSA website for the information of all members, donors, supporters and interested parties in the wider community.</p>
<p>5. RESIGNATION AND ELECTION OF DIRECTORS</p>	<p>As required by the Constitution, at least one-third of directors must retire at each AGM. As such, as advised in the notice of meeting, the two below-named directors (with the support of the board) tendered their resignations:</p> <ul style="list-style-type: none"> a) Daniel Phillips b) Stephen Jermyn <p>In addition, as required by the Constitution, directors who are appointed by the other directors, must retire at the following AGM. As such, as advised in the notice of meeting, the two below-named directors (with the support of the board) tendered their resignations:</p> <ul style="list-style-type: none"> a) Rachel Xing b) James Hudson <p>In accordance with the constitution, an election of directors was held. Members voted unanimously in favour of the following ordinary resolutions put to the meeting:</p> <p><i>“Resolved that Daniel Phillips, who retires by rotation in accordance with the Company’s Constitution, be re-elected as a director of the Company.”</i></p>

	<p>Moved: Deanne Bevan Seconded: Guy Russo</p> <p><i>“Resolved that Stephen Jermyn, who retires by rotation in accordance with the Company’s Constitution, be re-elected as a director of the Company.”</i></p> <p>Moved: Joanne Smith Seconded: Deanne Bevan</p> <p><i>“Resolved that Rachel Xing, who retires as a director appointed by the other directors (on 18 May, 2018) in accordance with the Company’s Constitution, be re-elected as a director of the Company.”</i></p> <p>Moved: Dan Phillips Seconded: Joanne Smith</p> <p><i>“Resolved that James Hudson, who retires as a director appointed by the other directors (on 19 September, 2018) in accordance with the Company’s Constitution, be re-elected as a director of the Company.”</i></p> <p>Moved: Joanne Smith Seconded: Dan Phillips</p> <p>It was noted that the composition of the board takes into consideration the requirements of the Constitution to maintain a proper balance of member directors, independent directors, HTSF directors, Australian residents and Responsible Persons.</p>
7. OTHER BUSINESS	There was no other business arising.
8. VOTE OF THANKS, MEETING CLOSE	There being no other business for discussion the chairman thanked members, directors and the auditor for attending, offered a VOTE OF THANKS to Gilbert + Tobin Lawyers for kindly hosting once again AND CLOSED THE MEETING.



Signed by Chairman: Stephen Jermyn

27 February, 2019

Date